

**DULLES WORLD CENTER
ZONING MAP AMENDMENT/SPECIAL EXCEPTION
STATEMENT OF JUSTIFICATION**

**September 15, 2008
Revised through September 16, 2010**

I. Introduction

Dulles World Center, LLC (the “**Applicant**”) proposes to rezone approximately 82 acres of property located in the northeast quadrant of the intersection of Route 28 and the Dulles Toll Road, and more particularly identified as MCPI #035-26-2113, 035-25-7745, 035-26-4587, 035-17-3774, 035-25-8897 and a portion of 035-26-7139 (the “**Property**”). The Property is surrounded by two of Northern Virginia’s most important business corridors, a planned Metrorail station, and Dulles International Airport. To capitalize on the tremendous opportunity provided by the Property’s unique location, the Applicant proposes to develop a transit-oriented, mixed-use community that will serve as a signature landmark at Loudoun County’s eastern gateway.

II. Surrounding Area Creates Unique Opportunity

The Property is situated in a prime, yet often overlooked, location that is developed mostly with industrial uses or is otherwise vacant. The Property is bordered on the southern and western sides by Dulles International Airport. The Center for Innovative Technology (“**CIT**”) is adjacent to the Property’s southeastern boundary along the Loudoun County/Fairfax County line. The planned Route 28/CIT Metrorail Station is within walking distance to the east of the Property in Fairfax County. Along the northern boundary of the Property is the Chantilly Crushed Stone Quarry and vacant industrial properties. There are also several vacant industrial parcels and a few residential parcels along the northeastern boundary of the Property.

The area surrounding the Property is largely industrial or non-residential and there are no residential communities in close proximity to the Property. Due to the Property’s location among Dulles International Airport, the Chantilly Crushed Stone Quarry, the CIT, and the intersection of Route 28 and the Dulles Toll Road, the Property is uniquely situated to develop as a signature gateway to Loudoun County.

III. Underutilized Property with Obsolete Zoning Approvals

The Property is zoned PD-RDP under the 1972 Loudoun County Zoning Ordinance and, despite long-standing zoning approvals, has never been developed. In 1985, the Board of Supervisors approved ZMAP 1985-0009 to rezone the Property to the PD-RDP zoning district to permit up to approximately 2.93 million square feet of office, research and development, and hotel/conference center uses at a 1.0 FAR. At the time, the County anticipated that office/research and development firms would be attracted to a suburban-style office campus adjacent to the CIT. The County and the prior property owner envisioned development of the Property would complement the CIT’s mission of fostering technology-oriented economic

development initiatives in Northern Virginia and the creation of a “technology hub” surrounding the CIT campus.

Notwithstanding the prior objectives for the site, the Property never achieved the initial vision of complementing the CIT’s role as an incubator of local technology businesses, and as a result, the Property’s zoning approvals have proved obsolete. Today’s high-quality office users demand a more dynamic and integrated development than is permitted at the site. The Applicant believes there is a tremendous opportunity to update the proffers and concept development plan to be more consistent with 2010 standards and thereby create the type of mixed-use office environment demanded by the highest quality tenants.

IV. Proposed Transit-Oriented, Mixed-Use Development

The Applicant proposes to rezone the Property to the PD-TC and PD-OP zoning districts to better align the Property’s future development with the objectives of the Revised General Plan and the significant opportunity afforded by the Property’s premier, gateway location. The Applicant proposes to develop a transit-oriented, mixed-use community, to be known as Dulles World Center, which will incorporate sustainable design principles and a central Town Center Promenade as focal features of the development. The Applicant also proposes a special exception to allow additional development within the PD-OP portion of the Property to create ample room for a corporate headquarters, secure contractor or government agency in which to locate and grow.

The Applicant’s proposal includes a balanced development of Class A office space, a full service hotel, upscale restaurants and shops, and complementary residential condos. These uses will be vertically integrated within a pedestrian-friendly street network. Specifically, the Applicant proposes to develop the Property as follows:

A. Premier, Trophy Office in Highly Marketable Setting

The Property’s location at the intersection of Route 28 and the Dulles Toll Road and within walking distance of the planned Route 28/CIT Metrorail Station provide a unique opportunity to attract premier office tenants. The Applicant proposes to develop up to 3,279,500 square feet of office space replacing the outdated requirement in the prior proffers that a substantial portion of research and development uses also must be incorporated, since such uses have not been generated on the Property over the past twenty years.

Class A office tenants now demand attractive, mixed-use developments, which Dulles World Center will be with its complementary mix of uses, including high-quality restaurants, retail stores, and entertainment venues, enlivened with a modest, but critical, residential component. The pedestrian-friendly, grid street network with a centralized Town Center Promenade will serve as an active gathering place for employees, visitors, and residents. Ground-floor retail stores will be integrated into the office buildings and generally oriented toward the Promenade, further enlivening it. Overall, the Applicant intends to create an active, people-oriented place that meets the shopping and dining needs of the office employees, hotel guests, and residents.

The availability of Metrorail service within walking distance of the Property will attract premier office users with a desire to ensure convenient access to employees who prefer public transit over commuting by single occupancy vehicles. The proximate location of the planned Metrorail station makes the Property one of the few locations in Loudoun County that can compete with Fairfax County for Class A office users who require public transit access for their employees. In addition, premier office tenants will further be attracted to Dulles World Center by the availability of office locations with high visibility along both Route 28 and the Dulles Toll Road and the proximity to Dulles International Airport.

The availability of Metrorail will have the economic development benefit of attracting the highest quality office tenants to Dulles World Center while also providing an important environmental benefit. Use of Metrorail by office employees, hotel guests, and residents of the proposed development will reduce vehicle trips and traffic congestion. The proposed office space also will significantly enhance the fiscal benefits of the proposed development over the obsolete entitlements that have not netted any development.

B. Pedestrian-Friendly, High-Quality Hotel, Restaurants, and Retail

The proposed Dulles World Center will include a high-quality hotel/conference center and upscale restaurants and retail stores that complement the proposed office development and attract Class A office tenants to the Property by providing the amenities to serve their employees. The Applicant proposes one full-service hotel with between 200 and 350 rooms that will boast conference facilities to serve the needs of the office users, Dulles International Airport and the greater Northern Virginia community.

The Applicant also proposes up to 400,000 square feet of high-quality retail uses to support the office employees and residents of Dulles World Center by providing them the opportunity to meet their daily retail, service, and entertainment needs in an integrated, pedestrian-friendly live, work, and play environment. Specifically, Dulles World Center will include high-quality restaurants and retail shops along the Promenade area where employees, visitors, retail patrons, and residents can gather, stroll through the plaza, or just relax at an outdoor café. Within the compact, pedestrian-oriented street network proposed for the development, these upscale restaurants and retail stores will be within easy walking distance of the office employees, hotel guests, and residents.

C. Complementary Residential Uses Generate Restaurant and Retail Activity

The Applicant proposes a modest, but critical, residential component for Dulles World Center to ensure a vibrant, integrated mixed-use community. Specifically, the Applicant proposes up to 1,495 multi-family units to be located primarily along the northern side of the property away from Route 28 and the Dulles Toll Road. The multi-family units may be vertically integrated with ground-floor retail shops and will enhance the pedestrian-oriented activity of the Dulles World Center. The residential uses will provide a critical mass of people to frequent the many upscale restaurants and retail stores, walk along pedestrian-oriented retail

areas, and generally create on-site demand for the type of high-quality restaurant and retail offerings sought by Class A office users.

The residential component of the project is critical to support the restaurant and retail activity at Dulles World Center. The number of dwelling units proposed is modest given the amount of office, hotel, and retail square footage, and will ensure that the office space is marketable and attractive to the most demanding Class A office users. The residential units will anchor and help to attract the high-quality retail shops and upscale restaurants that will increase the substantial, positive fiscal impact of the project for Loudoun County.

The proposed residential uses also will allow employees within the Dulles World Center to live in close proximity to their places of employment. Providing a variety of housing options in a pedestrian-oriented environment with Class A office uses will attract potential employees and reduce traffic congestion. The development of residential uses within the Dulles World Center will reduce employee commuter trips through Loudoun County to the proposed office uses. Further, the pedestrian-friendly design of the proposed development and the convenient access to rail transit will discourage single-occupancy vehicle trips in general.

Finally and significantly, the residential uses proposed are an additional, complementary element of the office, hotel, and retail development (i.e., the residential uses are not proposed in lieu of commercial development). Instead, the residential component makes possible the mixed-use environment sought by the most attractive office tenants, restaurateurs, and retail stores. In short, the residential component of the proposed development is critical to achieving the vision of a mixed-use environment with upscale restaurant and retail uses that attracts the highest quality office tenants to Dulles World Center.

V. Special Exception Request for Additional Density in the PD-OP District

The Property's adjacency to two of Northern Virginia's premier business corridors and proximity to Dulles Airport make it an incredibly desirable site for businesses in need of both high-visibility and easy accessibility. The ability to provide one user the entirety of Land Bay A, with only one entrance that could be gated off, establishes this site as an ideal location for a government contractor or federal agency that is dependent on the most stringent setback requirements for security reasons. Should a high-security user or a corporate headquarters locate within Land Bay A, they will desire assurance that there is space to grow, which a million square feet of development, provided through the requested special exception affords them.

The Applicant's request to increase the FAR to 1.45 within the Property's PD-OP district establishes Dulles World Center as an economic driver for Loudoun County as it provides the framework in which to locate 1 million square feet of office development adjacent to what will be a vibrant 18-hour-a-day town center with restaurants, hotels, residential, retail and an additional 2+ million square feet of office development.

VI. Conformance with the Comprehensive Plan

The Property is within the Sterling Community of the Suburban Policy Area and is designated for Business Community uses in the Revised General Plan. The Applicant proposes to develop the Property in conformance with the Regional Office policies under the Business Community designation. The proposed development supports the Plan's policy objectives by providing a variety of office employment in a mixed-use setting that includes housing, civic space, and supportive retail uses.

Given the vertical integration of office, hotel, residential, and retail uses proposed for the development, a land area use allocation analysis is inappropriate. Quite simply, an evaluation based on land area cannot fully accommodate vertically integrated development. The Applicant encourages County staff, the Planning Commission, and the Board of Supervisors to evaluate the mix of uses based upon the floor area allocated to each use rather than the land area occupied by the uses. Under such an evaluation, the proposed Dulles World Center development conforms with the mix of uses recommended in the Revised General Plan.

The Applicant's proposed residential development will not reduce the Route 28 Tax District revenue generated by the Property because the Applicant proposes to develop more non-residential office, hotel/conference center, and retail floor area than currently approved for the Property. Not only does the Plan designation for the Property endorse the type of mixed-use environment the Applicant proposes, but current land use planning principles also envision mixed-use development for properties, such as the Dulles World Center, situated close to public transit. These principles reinforce the Applicant's assertion that the Euclidean zoning approvals that have existed at the Property for decades without a single square foot of development occurring (while the Route 28 and Dulles Toll Road corridors grew) are outdated and confirm that the Applicant's proposed development is both appropriate and a substantial improvement over the existing entitlements. Furthermore, the County is more than a year and a half into studying planning policies along Route 28 to determine how the incorporation of residential into the Route 28 Tax District could spur development, thus allowing integration of uses in much the way Dulles World Center has proposed.

Therefore, although the Route 28 Tax District policies currently do not recommend residential development, the County planners have discussed the appropriateness of this site specifically for becoming an Office Center Node that would incorporate residential uses and thus enhance the viability of the tax-generating commercial development at Dulles World Center.

Finally, although the Revised General Plan recommends up to a 1.0 FAR, the Applicant respectfully submits that additional FAR is appropriate for the Property due to its location proximate to a planned transit station and the Applicant's proffered transportation improvements. The Applicant has carefully phased its development to coincide with the arrival of Metrorail and has limited development to a 0.52 FAR prior to Metrorail, despite the significant road improvements. The development capability increases to 1.1 FAR with the introduction of Metrorail, shuttle bus service and additional road improvements, and tops out at 1.5 FAR in the final phase of development once even additional transportation improvements are in place.

There are few opportunities for higher densities such as this in Loudoun County. This site, at the crossroads of Route 28 and the Dulles Toll Road and within walking distance of the Route 28/CIT Metrorail Station, is one of those few opportunities.

VII. Innovative Environmental and Green Building Initiatives

In connection with the Applicant's plans to create a signature, landmark development at the eastern gateway to Loudoun County, the Applicant proposes to incorporate substantial green building and environmentally-sensitive design features into the proposed development. The Applicant intends to employ sustainable design principles as an integral aspect of the Dulles World Center and has included specific proffer commitments to environmental programs throughout the Property. The Applicant plans to use best management practices and low-impact design techniques, with such techniques being the preferred methodology for stormwater management. The Applicant also intends to include green roofs for several buildings within the proposed development and to provide public open space on portions of the green roofs.

In addition to specific green building measures, the proposed development's location and mix of uses also provides substantial environmental benefits. The Property's location within walking distance of a planned transit station and its pedestrian-friendly, mixed-use environment will discourage vehicle trips and help mitigate the proposed development's traffic impact, all of which will further reduce the development's overall impact on the environment.

VIII. Substantial Economic Development Benefits and Positive Fiscal Impact

In addition to providing a vibrant, integrated environment, the proposed Dulles World Center will generate substantial economic development benefits and tax revenues for Loudoun County. As mentioned above, the Property is uniquely situated to attract the most demanding Class A office users, high-quality hotel, and upscale restaurants and retail shops. The proximity of the Property to Route 28, the Dulles Toll Road, the Route 28/CIT Metrorail Station, and Dulles International Airport provides quick, convenient access to the region's major transportation facilities and such access is quite important to Class A office tenants. Such tenants also demand the type of upscale restaurants and retail shops the Applicant plans to attract to the mixed-use, pedestrian-friendly environment of the Dulles World Center.

The substantial amount of office space proposed for the Dulles World Center, combined with a desirable mixed-use environment, will provide high-end job opportunities closer to home for Loudoun County residents. The proposed development's transit-oriented, mixed-use environment has already generated interest among the business community.

The Property's location and proposed development program provide a significant opportunity to transform a vacant, economically lifeless site into a thriving, mixed-use business community that generates substantially greater tax revenues for Loudoun County. In comparison to the existing entitlements, the substantially increased office and retail development will broaden Loudoun County's tax base and provide a larger fiscal benefit. The development's modest residential component will create a critical mass of restaurant and retail patrons to generate activity within the development, and such activity will further enhance the project's

positive fiscal impact while creating the type of live, work, and play environment demanded by Class A office tenants.

IX. Balanced Phasing and Proffers

As with other vibrant, vertically-integrated mixed-use environments, full build-out of the Dulles World Center will occur over multiple decades. The Applicant has carefully phased its development to coincide with the arrival of Metrorail and has limited development to a 0.52 FAR prior to Metrorail, despite the proffered significant road improvements. The development capability increases to 1.1 FAR with the introduction of Metrorail, shuttle bus service and additional road improvements, and tops out at 1.5 FAR in the final phase of development with the completion of even additional transportation improvements.

The Applicant understands the need to identify an appropriate phasing plan and intends to ensure the balanced development of residential and non-residential uses in a manner that is also appropriately phased with various transportation improvements. In addition, the Applicant anticipates that full build-out of the Dulles World Center will occur following the extension of Metrorail to and beyond the Property.

X. Conclusion

The Property's unique location at the intersection of two of Northern Virginia's primary business corridors, a planned Metrorail station, and Dulles International Airport provides Loudoun County an important opportunity to attract the highest quality office tenants, upscale restaurant and retail uses, and residents seeking a vibrant, pedestrian-oriented environment. The Applicant's proposed development of a well-integrated, mixed-use community creates the type of vibrant live, work, and play environment sought by Class A office users. The proposed Dulles World Center development will fulfill important economic development and fiscal impact objectives in an environmentally sensitive manner and will establish a signature landmark at the eastern gateway to Loudoun County.

Zoning Map Amendment Matters for Consideration
Revised 1993 Zoning Ordinance Section 6-1211(E)

1. *Is the proposed zoning district classification consistent with the Comprehensive Plan?*

The Property is within the Suburban Policy Area of the Revised General Plan and is designated for Business Community uses on the Planned Land Use Map. The proposed PD-TC and PD-OP zoning district classifications are consistent with the Comprehensive Plan because they, collectively, permit a compatible mixture of commercial, institutional, governmental, and residential uses. The objectives and permitted mix of uses in the PD-TC and PD-OP zoning districts is consistent with the Revised General Plan policies for Regional Office uses recommending mixed-use development with office, high-density residential, and support services and retail uses.

2. *Are there any changed or changing conditions in the area affected that make the proposed rezoning appropriate?*

The proposed rezoning is appropriate because the Property has been entitled for office, research and development, and hotel/conference center uses for over twenty years, yet the Property remains vacant to this day. In the decades since the original rezoning, the previous development plan permitting a suburban-style office campus has proved obsolete and unattractive to potential office tenants. Further, the Center for Innovative Technology has not developed into a technology-oriented hub that would draw office and significant research and development uses to the Property. The Dulles World Center will more appropriately meet the current demands of the market, and is more likely to develop successfully, because of the transit-oriented, pedestrian-friendly nature of the proposed development and the mix of office, hotel, residential, and retail uses creating a live, work, and play environment. In addition, the introduction of Metrorail proximate to the Property provides significant transportation infrastructure not envisioned with the original rezoning.

3. *Are the range of uses in the proposed zoning district classification compatible with the uses permitted on other property in the immediate area?*

The range of uses permitted in the PD-TC and PD-OP zoning districts is compatible with the uses permitted on other property in the immediate area because the proposed mixed-use development will have little impact on the adjacent vacant or underutilized parcels. The Property is uniquely situated adjacent to Dulles International Airport, Route 28 and the Dulles Toll Road, and the CIT, and the only non-governmental uses surrounding the Property are the Chantilly Crushed Stone Quarry to the north and vacant or underutilized industrial and residential properties to the north and east. The proposed Dulles World Center development will be appropriately incorporated into the existing development pattern of the area with little impact on the surrounding properties. The proposed mix of uses also is compatible with the existing and proposed development to the east of the Property in Fairfax County.

4. *Do adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned?*

The proposed development is served by public water and sanitary sewer, and can be incorporated into the surrounding transportation network. The Applicant also plans to provide substantial road improvements phased with the balanced development of the Property in order to mitigate the effects on the transportation network and to maintain adequate transportation facilities for the area. The existing schools which would serve the Property have sufficient capacity for the proposed development's students.

5. *What is the effect of the proposed rezoning on the County's ground water supply?*

The Property will be served by public water and there will be no adverse effect on the County's groundwater supply.

6. *What is the effect of uses allowed by the proposed rezoning on the structural capacity of the soils?*

The proposed uses for the Property are not anticipated to have any adverse impact on the structural capacity of the soils.

7. *What impact will the uses that would be permitted if the property were rezoned have upon the volume of vehicular and pedestrian traffic safety in the vicinity of the property? Will the proposed rezoning use sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas?*

The transportation impact of the proposed development is addressed in the traffic study for the Dulles World Center dated August 2010 and prepared by Gorove/Slade Associates, Inc. The study indicates that the planned and proposed roadway improvements, in combination with the introduction of Metrorail and the Transportation Demand Management program, will effectively accommodate traffic generated by the proposed development. The Applicant will take such steps as are necessary to mitigate the impact of through construction traffic on existing neighborhoods.

8. *Does a reasonably viable economic use of the property exist under the current zoning?*

The Property has been zoned PD-RDP and entitled to develop up to 2.93 million square feet of office, research and development, and hotel/conference center uses for over twenty years, however, the Property remains vacant to this day. There is little interest among premier office tenants and hotels in this outdated, suburban-style development plan, and therefore, it is unlikely that the Property will ever develop in accordance with its current zoning. The Applicant's proposed rezoning to the PD-TC and PD-OP zoning districts will permit the type of pedestrian-friendly, mixed-use development that will attract premier office, hotel, and retail uses.

9. *What is the effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality?*

The proposed development will preserve approximately 6 acres of stream valley area and will have little adverse impact on natural features, wildlife habitat, vegetation, water quality, or air quality. The Applicant plans to create a nature trail through the stream valley. Further, the Applicant proposes several green building measures, such as green roofs, that will contribute to water quality and air quality improvements.

10. Does the proposed rezoning encourage economic development activities in areas designated by the Comprehensive Plan and provide desirable employment and enlarge the tax base?

The Dulles World Center rezoning will encourage the transformation of the currently vacant, economically dormant Property into a thriving, mixed-used business community with premier Class A office tenants, high-quality hotel space, and upscale restaurants and retail stores. The Comprehensive Plan envisions such vibrant, mixed-use developments within areas planned for Business Community uses, and the Applicant's proposed development will attract high-quality office tenants that will provide desirable employment opportunities within Loudoun County. Further, the development's employees, visitors, and residents will generate on-site restaurant and retail activity. Overall, the development will enlarge the tax base and provide a substantial, positive fiscal impact for Loudoun County.

11. Does the proposed rezoning consider the needs of agriculture, industry, and businesses in future growth?

The proposed rezoning considers the future growth needs of businesses by providing a substantial amount of office space in a premier location adjacent to Route 28, the Dulles Toll Road, a planned Metrorail station, and Dulles International Airport. The proposed development will also include the high-quality hotel, restaurant, entertainment venues, and retail businesses seeking to support themselves and their employees.

12. Does the proposed rezoning consider the current and future requirements of the community as to land for various purposes as determined by population and economic studies?

The proposed rezoning meets the anticipated community need for high-quality job opportunities, restaurants, and retail stores in Loudoun County.

13. Does the proposed rezoning encourage the conservation of properties and their values and encourage the most appropriate use of land throughout the County?

The Dulles World Center development represents an efficient and environmentally-sensitive use of land with the various uses recommended in the Revised General Plan as appropriate for the Property.

14. Does the proposed rezoning consider trends of growth or changes, employment and economic factors, the need for housing, probable future economic and population growth of the County, and the capacity of existing and/or planned public facilities and infrastructure?

The Applicant's proposed rezoning considers the changes in market demand for office space and the changes in land use planning principles that have occurred in the decades since the approval of the Property's existing entitlements. The proposed mixed-use development responds to market demands for a pedestrian-oriented live, work, and play setting and anticipates the future growth of high-end office uses within eastern Loudoun County. The Applicant's proposed amenities and infrastructure improvements will accommodate the development envisioned for the Dulles World Center.

15. What is the effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County?

The proposed development will provide multi-family housing options for Loudoun County residents in a mixed-use, pedestrian-friendly environment. The proposed development also will include Affordable Dwelling Units as required by the Revised 1993 Loudoun County Zoning Ordinance and/or Workforce Housing Units for a collective total of 6.25 percent of the total residential condos.

16. What is the effect of the rezoning on natural, scenic, archaeological, or historical features of significant importance?

The Applicant plans to preserve approximately 6 acres of stream valley area and will provide a nature trail within. The archaeological and historical features of the Property are addressed in the Phase I archaeological study for the Dulles World Center dated March 2007 and prepared by Thunderbird Archaeology. As indicated in the study, there are no known archaeological or historical features of significance on the Property.

Special Exception Issues for Consideration
SPEX 2010- _____
Increase of FAR to 1.45 in the PD-OP District
Revised 1993 Zoning Ordinance Section 6-1310

A. *Whether the proposed special exception is consistent with the Comprehensive Plan.*

The Property is within the Suburban Policy Area of the Revised General Plan and is designated for Business Community uses on the Planned Land Use Map. The proposed special exception to increase the development within the PD-OP zoning district to a 1.45 FAR is consistent with the Comprehensive Plan because the additional development will all be Class A, which is envisioned as the principle use on land designated for Business Community uses.

B. *Whether the proposed special exception will adequately provide for safety from fire hazards and have effective measures of fire control.*

All of the office buildings planned for the Property will employ effective fire control measures and meet Loudoun County standards.

C. *Whether the level and impact of any noise emanating from the site, including that generated by the proposed use, negatively impacts the uses in the immediate area.*

The additional office uses will not generate any significant noise levels that would negatively affect the other uses within the Dulles World Center.

D. *Whether the glare or light that may be generated by the proposed use negatively impacts uses in the immediate area.*

The proposed additional office uses will include lighting and such lighting will be installed in accordance with Section 5-1504 of the Revised 1993 Zoning Ordinance or pursuant to a future special exception for lighting.

E. *Whether the proposed use is compatible with other existing or proposed uses in the neighborhood, and adjacent parcels.*

The proposed additional office space is compatible with other existing or proposed uses in the neighborhood and on adjacent parcels. The Property is uniquely situated adjacent to Dulles International Airport, Route 28 and the Dulles Toll Road, and the CIT, and the only non-governmental uses surrounding the Property are the Chantilly Crushed Stone Quarry to the north and vacant or underutilized industrial and residential properties to the north and east. The proposed Dulles World Center, of which the office development is an integral component, will be appropriately incorporated into the existing development pattern of the area with little impact on the surrounding properties.

F. *Whether sufficient existing or proposed landscaping, screening and buffering on the site and in the neighborhood exist to adequately screen surrounding uses.*

The Applicant proposes to develop a compact, transit-oriented development with a mix of office, hotel, retail, and residential uses in a pedestrian-friendly street network. Given the type of compact, mixed-use development the Applicant proposes, it is not necessary to provide buffering or screening between the uses and land bays within the Dulles World Center. Screening the office uses planned for Dulles World Center from adjacent development runs contrary to the economic development goal of creating a signature office development for Loudoun County with strong visibility from the significant business corridors of Route 28 and the Dulles Toll Road.

G. Whether the proposed special exception will result in the preservation of any topographic or physical, natural, scenic, archaeological or historic feature of significant importance.

The Applicant plans to preserve approximately 6 acres of stream valley area and will provide a nature trail within the stream valley. The archaeological and historical features of the Property are addressed in the Phase I archaeological study for the Dulles World Center dated March 2007 and prepared by Thunderbird Archaeology. As indicated in the study, there are no known archaeological or historical features of significant importance on the Property.

H. Whether the proposed special exception will damage existing animal habitat, vegetation, water quality (including groundwater) or air quality.

The proposed special exception will result in the development of the Property, however, the Applicant plans to preserve approximately 6 acres of stream valley area within the Property. The proposed development will be served by public water and sanitary sewer, and therefore, will not have any adverse impact on the groundwater supply. Further, the Applicant proposes to incorporate BMPs and LIDs as the preferred method of stormwater management. The transit-oriented, mixed-use nature of the Dulles World Center will reduce single-occupancy vehicle trips and thereby improve air quality in the region.

I. Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.

The additional office development within the Dulles World Center will promote the general welfare of the public by providing significant economic development benefits that will generate a substantial, positive fiscal impact for Loudoun County.

J. Whether the traffic expected to be generated by the proposed use will be adequately and safely served by roads, pedestrian connections and other transportation services.

The transportation impact of the proposed development is addressed in the traffic study for the Dulles World Center dated August 2010 and prepared by Gorove/Slade Associates, Inc. The study indicates that the planned/proposed roadway improvements, in combination a Transportation Demand Management program, will effectively accommodate traffic generated by the proposed development.

K. Whether, in the case of existing structures proposed to be converted to uses requiring a special exception, the structures meet all code requirements of Loudoun County.

The Property is currently undeveloped and therefore the Applicant does not propose converting any structures.

L. Whether the proposed special exception will be served adequately by essential public facilities and services.

The proposed office uses will be adequately served by essential public facilities such as public water, sanitary sewer, and the planned/proposed roadway improvements identified in the traffic study by Gorove/Slade Associates. The offices also will be served by rail transit upon the extension of Metrorail to and beyond the Property.

M. The effect of the proposed special exception on groundwater supply.

The Property will be served by public water and there will be no adverse effect on the County's groundwater supply.

N. Whether the proposed use will affect the structural capacity of the soils.

The proposed uses for the Property are not anticipated to have any adverse impact on the structural capacity of the soils.

O. Whether the proposed use will negatively impact orderly and safe road development and transportation.

The Applicant does not anticipate that the proposed office uses will have any negative impact on the orderly and safe development of the surrounding transportation network. As indicated above, the Applicant proposes several roadway improvements as part of the proposed Dulles World Center development. Such improvements will ensure the orderly and safe functioning of the transportation network in the vicinity of the Property.

P. Whether the proposed special exception use will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.

The proposed Dulles World Center rezoning will encourage the transformation of the currently vacant, economically dormant Property into a thriving, mixed-used business community with premier Class A office tenants, high-quality hotels, and upscale restaurants and retail stores. The Comprehensive Plan envisions such vibrant, mixed-use developments within areas planned for Business Community uses, and the Applicant's proposed office uses will position the Property to further meet the goal of providing desirable employment opportunities within Loudoun County. Further, the office tenants will generate on-site restaurant and retail activity. Overall, the development will enlarge the tax base and provide a substantial, positive fiscal impact for Loudoun County.

Q. Whether the proposed special exception considers the needs of agriculture, industry, and businesses in future growth.

The proposed office special exception is designed to not only consider, but also meet the needs of future business growth within Loudoun County. The premier, convenient location adjacent to Route 28, the Dulles Toll Road, a planned Metrorail station, and Dulles International Airport enable this.

R. Whether adequate on and off-site infrastructure is available.

As indicated above, the Property will be served by public water, sanitary sewer, and the road improvements the Applicant proposes for the surrounding transportation network. The Applicant also proposes substantial pedestrian connections and streetscaping throughout the development. The Property also will be served by rail transit upon the extension of Metrorail to and beyond the Property. The Applicant anticipates these on-site and off-site infrastructure improvements will be more than adequate to serve the Dulles World Center.

S. Any anticipated odors which may be generated by the uses on site, and which may negatively impact adjacent uses.

The Applicant does not anticipate any odors from the office uses.

T. Whether the proposed special exception uses sufficient measure to mitigate the impact of construction traffic on existing neighborhoods and school areas.

The Applicant will take such steps as are necessary to mitigate the impact of construction traffic on existing neighborhoods and school areas.

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**DULLES WORLD CENTER
ZONING ORDINANCE MODIFICATIONS
STATEMENT OF JUSTIFICATION**

**September 15, 2008
Revised through September 16, 2010**

PROJECT CONTEXT

Dulles World Center, LLC (the “Applicant”) has filed a Zoning Map Amendment application to rezone an approximately 82-acre property located in the northeast quadrant of the intersection of Route 28 and the Dulles Toll Road, and identified as MCPI# 035-26-2113, 035-25-7745, 035-26-4587, 035-17-3774, 035-25-8897 and a portion of 035-26-7139 (collectively the “Property”), from the PD-RDP zoning district under the 1972 Loudoun County Zoning Ordinance to the PD-TC and PD-OP zoning districts, both under the Revised 1993 Loudoun County Zoning Ordinance. The Applicant proposes to develop a transit-oriented, mixed-use business community that will include: (i) more high-quality office space than currently is approved and in an environment that is attractive to Class A office tenants, (ii) one full-service hotel with quick and convenient access to Dulles International Airport and transit, (iii) a pedestrian-oriented, community-focused place with upscale restaurants and retail establishments, (iv) a complementary component of multi-family housing to ensure a lively and successful mixed-use community, and (v) sustainable design practices and green building measures. The Property’s premier location, with ready access to Dulles International Airport and rail transit, provides a unique opportunity to establish a signature landmark at the gateway to Loudoun County.

ZONING MODIFICATIONS OVERVIEW

The Zoning Ordinance Modifications (“ZMODs”) the Applicant requests are integral to the Applicant’s vision of creating a dynamic mixed-use business community with a seamless variety of uses. The Applicant’s vision for the majority of the Property can be best summarized by the purpose of the PD-TC zoning district, as set forth in Section 4-801 of the Revised 1993 Zoning Ordinance (“Zoning Ordinance”):

to provide for a compatible mixture of commercial, cultural, institutional, governmental and residential uses in compact, pedestrian oriented, traditional town centers.... Specific objectives of such districts include: (A) Dwellings, shops and workplaces generally located in close proximity to each other. (B) Generally rectilinear patterns of streets and blocks. (C) A hierarchy of public and/or private streets, with facilities for automotive vehicles, public transit, bicycles and pedestrians. (D) Well configured squares, greens, landscaped streets, and parks woven into the pattern of the town center and dedicated to collective social activity, recreation and visual enjoyment. (E) Civic buildings for assembly, or for other civic purposes, that act as landmarks, symbols and activity centers for community identity. (E) On-street parking and centralized parking facilities to collectively support principle uses in the Town Center.

Several requirements of the PD-TC & PD-OP districts inhibit the Applicant's ability to fully realize the overarching objectives set forth in the Zoning Ordinance. Specifically, in order to create the type of community that will bring first-class employers and high-quality restaurants, retailers, entertainment venues, and supportive services to this gateway location, the Applicant respectfully requests the approval of the following ZMODs:

I. PRIVATE STREETS.

A. PROVISION TO BE MODIFIED

1. SECTION 1-205 Limitations and Methods for Measurements of Lots, Yards and Related Terms. (A) Lot Access Requirements.

"No structure requiring a building permit shall be erected upon any lot which does not have frontage on a Class I, Class II, or Class III road, or private access easement as specified in the individual district regulations, except as specifically provided for herein and the Land Subdivision and Development Ordinance (LSDO)."

B. PROPOSED MODIFICATION

The Applicant requests a modification to allow new streets in the development aside from realigned Innovation Avenue to be private.

C. JUSTIFICATION

The Applicant proposes a vertically-integrated, mixed-use development with a pedestrian-friendly grid network of streets throughout the PD-TC district. The provision of private streets will allow the Applicant to create an environment that increases the pedestrian orientation of the community. This enhanced pedestrian orientation with narrower private streets and additional traffic calming will support the development's retail streetscapes and the Town Center Promenade. It will allow buildings facing each other to relate to one another and to encourage pedestrians to cross and utilize both sides of the street.

The adjacent PD-OP district is being marketed as a secure facility, which may result in the entrance road being gated, therefore necessitating the need for private streets within that land bay.

The Applicant agrees to comply with all disclosure and maintenance requirements set forth in the Zoning Ordinance as they apply to private streets. In addition, the Applicant will design and construct the private streets in accordance with Chapter 4.330 of the Facilities Standards Manual. Furthermore, the Applicant or its established Property Owner's Association will be responsible for maintaining all private streets, which is important to ensure a consistent, high-quality streetscape.

II. REDUCE SIDE AND REAR YARD SETBACKS.

A. PROVISIONS TO BE MODIFIED

1. SECTION 4-805 Lot Requirements. (F) Other yard requirements. (1) Adjacent to roads.

"Except where a greater setback is required by Section 5-900, no building shall be permitted closer than thirty-five (35) feet to any road and no parking shall be permitted closer than twenty-five (25) feet to the right-of-way of any road."

B. PROPOSED MODIFICATION

The Applicant requests that building and parking setbacks be established at a minimum of 10 feet from streets throughout the Town Center district.

C. JUSTIFICATION

The Applicant's proposed modification will promote uniform setbacks between buildings that will complement the pedestrian-friendly streetscapes and allow the Applicant to achieve an innovative design for the proposed development. All buildings will not be built 10 feet from the street, but rather this modification provides buildings the flexibility to articulate which allows room for programmed entrance plazas, outdoor seating or mid-block crossings, all of which re-enforce the pedestrian focus of the development. Furthermore, compact, traditional neighborhood design with a vertically-integrated mix of uses requires smaller yard setbacks than conventional zoning to establish a visually cohesive and appealing development pattern. A consistent, pedestrian-friendly streetscape will encourage employees, residents, and visitors to take advantage of the development's live, work, and play environment. The above provisions in the Zoning Ordinance are Euclidean-style setbacks that are inappropriate in a mixed-use environment such as the PD-TC zoning district. Since Loudoun County enacted the PD-TC zoning district provisions, multiple developments have demonstrated that residential and non-residential uses can exist in harmony side-by-side in mixed-use environments with reduced setbacks.

III. INCREASE BUILDING HEIGHTS.

A. PROVISIONS TO BE MODIFIED

1. SECTION 4-306 Building Requirements. (B) Building Height.

"Forty-five (45) feet [in the PD-OP District] provided that a building may be erected to a maximum height of (100) feet if it is set back from streets or from lot lines that do not constitute boundaries of districts with lower maximum height restrictions, in addition to each of the required minimum yard dimensions, a distance of not less than (1) foot for each one (1) foot of height that it exceeds the forty-five (45) foot limit."

2. SECTION 4-806 Building Requirements. (B) Building Height.

"Sixty (60) feet in the Town Center Core, forty (40) feet maximum in the Town Center Fringe, except that the towers and/or steeples of civic buildings may be erected to a maximum height of 100 feet if the building is set back from public streets or from lot lines that do not constitute boundaries of districts with lower maximum height restrictions, in addition to each of the required minimum yard dimensions, a distance of not less than 2 feet for each 1 foot of height that exceeds the 35-foot limit."

B. PROPOSED MODIFICATION

The Applicant requests a modification to increase the maximum height for buildings to 200 feet in the PD-OP without additional setbacks and to 200 feet in the PD-TC district.

C. JUSTIFICATION

The Applicant's proposed modifications will support its efforts to attract the highest quality Class A office tenants to the development by providing them an opportunity to establish an iconic presence at the gateway to Loudoun County. The Property's location at the intersection of the Dulles Toll Road and Route 28, and proximate to a planned Metrorail station, makes it a premier location for high-end office users, however, such office tenants also require high visibility. For example, the adjacent CIT building is 157 feet high and also is located at a higher elevation than most of the Dulles World Center property.

To be successful, Dulles World Center must offer high-visibility locations with the opportunity to establish unique, signature architectural designs for the development's office buildings, as well as provide space for corporate headquarters to locate. The Applicant's proposed modifications encourage innovative designs for the buildings without creating a substantial impact on residential communities because the Property is adjacent to non-residential and governmental uses, including Dulles Airport, the CIT, a quarry, and vacant land.

The request for taller buildings allows development to build up rather than out, which enables the creation of the Promenade in the center of the development with at least 2 acres of green or civic space, while simultaneously supporting the County's economic development objectives.

IV. MODIFY THE BLOCK AND ALLEY REQUIREMENTS.

A. PROVISIONS TO BE MODIFIED

1. SECTION 4-808 Land Use Arrangement and Use Limitations. (B)

"The perimeter of a full block should generally range from 1,400 to 1,600 feet measured at the property (right-of-way) line."

2. SECTION 4-808 Land Use Arrangement and Use Limitations. (C)

"Each block in the Town Center should be designed to include an alley."

B. PROPOSED MODIFICATIONS

The Applicant requests an increase in the perimeter distance of a full block from 1,600 feet to 2,150 feet for Land Bays 7 and 13 within the town center and requests that all blocks not be required to include alleys.

C. JUSTIFICATION

The Applicant's proposed modification for longer perimeter blocks in two land bays is needed to accommodate the future bridge over the Dulles Toll Road that is envisioned to touch down and connect with Road H, adjacent to Land Bay 13, and to allow the Town Center Promenade with its 40,000-square-foot Town Green and associated pedestrian streetscape in Land Bay 7. The longer block along the Town Green would create consistency for the pedestrian as the retail and storefront experience would be uninterrupted by alleys or streets.

Further, the proposed modifications improve upon the existing Zoning Ordinance provisions by accommodating structured parking screened within the interior of the blocks by retail and office buildings. The proposed modification of the alley requirement for each block is appropriate because the interior parking garages will provide access to the interior of the land bays and will effectively serve as alleys. Despite the removal of alleys, a proffer has been added that requires mid-block breaks at least every 500 linear feet to allow such things as entrance features, pedestrian pathways, plazas, and pocket parks.

V. CIVIC USES.

A. PROVISION TO BE MODIFIED

1. SECTION 4-808 Land Use Arrangement and Use Limitations. (H)

"At least (10%) of all land within the Town Center shall be for civic uses, such as government offices, public meeting halls, libraries, art galleries or museums, post office, churches, and like uses which generate pedestrian activity and act as visual focal points."

B. PROPOSED MODIFICATION

The Applicant requests a modification to reduce the percentage of required civic uses from ten percent (10%) to five percent (5%) for the Town Center.

C. JUSTIFICATION

One of the defining characteristics of Dulles World Center will be its very active, public environment. It is being designed around a Town Green and Promenade in Land Bay 7 that will provide a gathering place for cultural and civic events for the community and

will successfully weave together the residential, retail, office, and other components of the Town Center.

The Town Green and Promenade will create an enduring, successful public realm incorporating streetscapes, plazas, walkways, open space, and civic uses, and is reflected in the plan as a key element, particularly within the Town Center Core.

Although much of the physical space, including portions of the Town Green and Promenade, will significantly contribute to the civic spirit of the environment of Dulles World Center, it is not included in the calculation to meet the Applicant's five percent (5%) civic use objective. In addition and by way of example, apart from the elements noted above, Dulles World Center has committed in the proffers to provide a minimum of 7,500 square feet of community and amenity space dedicated to the residential component of the community, space that is not counted toward the calculation of civic uses on the Property.

Furthermore, Dulles World Center will exceed the ordinance requirement for open space, and has committed to provide significant sustainable design features such as green roofs and bio-retention areas that will not only function as effective storm water management systems but will also provide inviting spaces for residents, workers, and visitors to enjoy, thereby contributing to the enhancement of the civic environment. The Applicant's proposed modification of required civic uses from ten percent (10%) to five percent (5%) in no way reduces the active, civic component of the plan, but rather acknowledges that the intent of the ten percent (10%) requirement for civic uses is satisfied by other means.

VI. REDUCE BUILDING AND PARKING SETBACKS FROM SPECIFIC ROADS.

A. PROVISIONS TO BE MODIFIED

SECTION 5-900 Access and Setbacks From Specific Roads and the W&OD Trail.

1. *"(A) Building and Parking Setbacks From Roads. (5) Route 28 (a) Building: 100 feet."*
2. *"(A) Building and Parking Setbacks From Roads. (10) Other Major Collector Roads. (a) Building: 75 feet."*

B. PROPOSED MODIFICATION

The Applicant requests a reduction of the building setback requirements from Innovation Avenue to thirty five (35) feet and from Route 28 to seventy-five (75) feet to be consistent with the respective required parking setbacks from each road.

C. JUSTIFICATION

The Applicant's proposed modification for a reduced setback from Innovation Avenue will improve upon the existing regulations by promoting uniform setbacks, which will complement the pedestrian-friendly streetscape of the proposed development. As noted

above, compact, traditional neighborhood design with a vertically-integrated mix of uses requires smaller yard setbacks than conventional zoning in order to establish a visually cohesive and appealing development pattern. Also, reduced building setbacks will enhance the traffic-calming aspects of the proposed development as they will serve to slow or calm traffic. A consistent, pedestrian-friendly streetscape along all of the development's roads will encourage employees, residents, and visitors to take advantage of the Dulles World Center's live, work, and play environment.

The reduced setback along Route 28 allows the Property to meet the County's Economic Development goal of establishing a signature office development at Loudoun's eastern gateway. Buildings closer to Route 28 will provide users the visibility they desire, thereby aiding Loudoun in its bid to attract corporate headquarters and premier office tenants. Similarly designed town centers have become successful economic drivers for the jurisdictions in which they're located, attracting Class-A office tenants and high-end retailers. The requested height throughout the Property will not detract from the Town Center Core, which will be the center of the development with its pedestrian-activated streets, storefronts, civic space and town green.

CONCLUSION

The Applicant envisions development of the Property with a transit-oriented, mixed-use business community that includes a mix of Class A+ office space, a full-service, high-quality hotel, upscale restaurants and retail stores, and a modest residential component. The Property's premier location at the intersection of Route 28 and the Dulles Toll Road and near a planned Metrorail station and Dulles International Airport provides a unique opportunity to attract the highest quality office, hotel, and retail uses. The Applicant's proposed Zoning Ordinance modifications are integral to achieving the Applicant's vision of a signature landmark at the eastern gateway to Loudoun County.

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